

CSD 2063 [03/01/15]

Court Telephone: (619) 557-5620

Court Hours: 9:00am-4:00pm, Monday-Friday

www.cash.uscourts.gov

SULLIVAN HILL LEWIN REZ & ENGEL, APLC

James P. Hill (SBN 90478)/Gary B. Rudolph (SBN 101921)

550 West C Street, Suite 1500

San Diego, CA 92101

Tel.: (619) 233-4100

Attorneys for James L. Kennedy, Chapter 7 Trustee

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF CALIFORNIA

325 West F Street, San Diego, California 92101-6991

In Re

BELLEFLEUR CARLSBAD, LLC,

BANKRUPTCY NO. 15-00731-LA7

Debtor.

TRUSTEE'S NOTICE OF PUBLIC SALE AND INVITATION FOR BETTER OFFER

TO THE DEBTOR, ALL CREDITORS, AND OTHER PARTIES IN INTEREST:

In accordance with Bankruptcy Rule 6004(a), notice is hereby given that the undersigned Trustee proposes to sell the following property:

Liquor License No. 47-359183

NAME OF PROPOSED BUYER:

James Langley

PRICE: \$ 80,000.00

TERMS AND CONDITIONS OF SALE:

\$8,000.00 deposit already paid and \$72,000.00 to be paid upon buyer's receipt of certified copy of Court Order Approving Sale. See attached Offer to Buy Liquor License and Addendum. A declaration of James L. Kennedy, Chapter 7 Trustee, is filed in support hereof. Anyone requesting a copy may make a written e-mail request to Gary B. Rudolph at rudolph@sullivanhill.com; contact the Court at (619) 557-5620 for its online procedures; or may make a copy at the Court Clerk's Office located at 325 West F Street, San Diego, California 92101, during its normal business hours.

Requests for further information or to examine the sale property should be directed to the Trustee named below. Acceptable overbids must be submitted in writing to the Trustee no later than twenty-one (21)¹ days from the date of this notice.

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IF YOU OBJECT TO THE SALE:

1. **YOU ARE REQUIRED** to obtain a hearing date and time from the appropriate Courtroom Deputy for the judge assigned to this bankruptcy case. Determine which deputy to call by looking at the Bankruptcy Case No. in the caption on Page 1 of this notice. If the case number is followed by the letter:

-	MM	-	call (619) 557-7407	-	DEPARTMENT ONE (Room 218)
-	LA	-	call (619) 557-6594	-	DEPARTMENT TWO (Room 118)
-	LT	-	call (619) 557-6018	-	DEPARTMENT THREE (Room 129)
-	PB	-	call (619) 557-5157	-	DEPARTMENT FOUR (Room 328)
-	CL	-	call (619) 557-6019	-	DEPARTMENT FIVE (Room 318)

2. **WITHIN TWENTY- ONE (21)¹ DAYS FROM THE DATE OF THIS NOTICE**, you are further required to serve a copy of your DECLARATION IN OPPOSITION TO THE SALE and separate REQUEST AND NOTICE OF HEARING [Local Form CSD 1184²] upon the undersigned trustee, together with any opposing papers. A copy of these documents must also be served upon the United States Trustee at 402 W. Broadway, Suite 600, San Diego, CA 92101. The opposing declaration must be signed and verified in the manner prescribed by Federal Rule of Bankruptcy Procedure 9011, and the declaration must :

- a. identify the interest of the opposing party; and
- b. state, with particularity, the factual and legal grounds for the opposition.

3. **YOU MUST** file the original and one copy of the Declaration and Request and Notice of Hearing with proof of service with the Clerk of the U.S. Bankruptcy Court at 325 West "F" Street, San Diego, California 92101-6991, no later than the next business day following the date of service.

IF YOU FAIL TO SERVE YOUR "DECLARATION IN OPPOSITION TO THE SALE" AND "REQUEST AND NOTICE OF HEARING" within the 21-day¹ period provided by this notice, NO HEARING WILL TAKE PLACE, you will lose your opportunity for hearing, and the moving party may proceed to take the intended action.

Dated: February 18, 2016

SULLIVAN HILL LEWIN REZ & ENGEL, APLC

/s/Gary B. Rudolph

Gary B. Rudolph, Attorney for James L. Kennedy, Chapter 7 Trustee
Address: 550 West C Street, Suite 1500
San Diego, CA 92101

Phone No.: (619) 233-4100

E-mail: rudolph@sullivanhill.com

¹If you were served electronically or by mail, you have three (3) additional days to act as specified above pursuant to Fed. R. Bankr. P. 9006(f).

²You may obtain Local Form CSD 1184 from the office of the Clerk of the U.S. Bankruptcy Court.

G. R. BILL BUSINESS BROKERS, INC.

E-MAIL: grbill@grbill.com
CA DRE #01225105

2515 CAMINO DEL RIO SOUTH, SUITE 111
SAN DIEGO, CALIFORNIA 92108-3714

TELEPHONE (619) 297-1100
FAX (619) 297-7070

OFFER TO BUY LIQUOR LICENSE

February 12, 2016

From: James Langley

To: James L. Kennedy, U S Trustee

RE: Sale of Liquor License # 47-359183
Bankruptcy Case # 15-00731-LA7

The undersigned hereby offers to purchase the above-referenced liquor license for the sum of \$ 80,000.00 cash, payable with an \$ 8,000.00 deposit check made payable to, Alliance Escrow to be held by the Trustee until court confirmation. If the Buyer fails to complete his obligations, as set forth herein, said deposit shall immediately be forfeited to the Trustee. If Buyer is overbid, then the deposit shall be returned. The balance of \$ 72,000.00 is payable to Alliance Escrow by Cashier's Check upon Buyer's receipt of the Certified Court Confirmation of Sale.

The Buyer herein is aware that acceptance of this offer by the Trustee may be subject to notice to The Buyer creditors and court confirmation and over-bid, if any, and agrees that this offer expires after the date of court confirmation, if the Buyer is over-bid.

The Buyer agrees to pay, when due, all the ABC annual & renewal fees, Transfer fees and Escrow fees.

The Trustee agrees to provide Buyer a certified copy of the court confirmation of sale and to immediately thereafter, "sign off" the license by executing A.B.C. Form 211-A at the A.B.C. Further, the Trustee agrees to pay off, thru escrow, any "HOLDS" placed against the liquor license by any State or Federal taxing agencies that the Trustee approves.

The Trustee agrees, as set forth herein, to accept Buyer's offer and further agrees as follows:

That the Trustee shall, if required, cause a Notice to Creditors of the proposed sale and failing any objections from creditors request the next available court date to confirm the sale. Upon court approval, the Trustee shall prepare the Order of Sale and provide it to the ABC and "Sign Off" ABC form 211-A

BUSINESS SALES, MERGERS - ACQUISITIONS - EXCHANGES & INVESTMENTS SINCE 1948

G. R. BILL (1909 - 1977)

G.R. BILL BUSINESS BROKERS, INC.

James L. Kennedy
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February 12, 2016

An escrow is to be opened at Alliance Escrow, Cay Boone escrow Officer for the purpose of paying off any State or Federal Holds placed on the subject liquor license. Escrow to close upon notification the liquor license has transferred to the buyer herein.

The Buyer herein reserves the right to take title in a different entity and will form same ASAP after Court confirmation.

The letter, when countersigned by the parties herein, shall constitute the entire agreement between the parties and shall be binding upon their heirs, successors and assigns.

Very truly yours,

Roger E. Bill
Roger E. Bill

James Langley
Buyer James Langley

2/12/16
Date

ACCEPTED:
James L. Kennedy
James L. Kennedy, Trustee

2/15/2016
Date

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Bellefleur Carlsbad, LLC,
Case No. 15-00731-LA7

ADDENDUM TO OFFER TO PURCHASE LIQUOR LICENSE

This Addendum to Offer to Purchase Liquor License dated February 12, 2016, by and between James Langley, Buyer, and James L. Kennedy, Trustee, Seller, is presented as follows:

1. Any and all disputes regarding interpretation, enforceability and validity of the Offer to Purchase Liquor License and Addendum hereto ("Offer") is to be resolved in the United States Bankruptcy Court, Southern District of California.
2. The sale of the Liquor License is subject to notice to creditors and parties in interest; overbid; and entry of a final non-appealable court order approving the sale. If Buyer is the successful overbidder, Trustee will deposit into escrow a certified copy of the court order approving the sale. The escrow company will be responsible for all closing items including submittal of the order approving the sale to the ABC as well as contacting all tax agencies and obtaining the amount of their tax hold claims. The Trustee reserves the right to abandon the Liquor License and not consummate the sale if, in his unilateral discretion, he determines that there is little or no equity in the Liquor License after paying the amount of the tax holds.
3. The Liquor License is being sold in an "as is, where is" condition without any representations or warranties by the Trustee as to its value. Buyer acknowledges that it has performed its own due diligence regarding the value of the Liquor License and has not relied on any representations by the Seller or Seller's agents in presenting the Offer to buy the Liquor License.

Dated: 2/18/16

BUYER:

By: James Langley

SELLER:

Dated: 2/15/2016

By: James L. Kennedy, Chapter 7 Trustee
of the bankruptcy estate of
Bellefleur Carlsbad, LLC,
Case no. 15-00731-LA7